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# **BYLAWS of the Council on Occupational Education**

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*As revised by action of the Council on November 22, 2004*

## **ARTICLE I. NAME, ORGANIZATION, AND OFFICES**

### **Section 1.1. Name**

The name of the corporation shall be the Council on Occupational Education, Inc. (hereinafter the "Council").

### **Section 1.2. Organization**

The Council is a non-profit membership corporation chartered under the laws of the State of Georgia. The Council shall qualify at all times as an organization exempt from federal income taxes under the Internal Revenue Code of 1986 (the "Code"), as it may be amended from time to time. The Council shall also qualify at all times as an organization to which tax deductible contributions may be made pursuant to the provisions of the Code.

### **Section 1.3. Offices**

The Council shall maintain its principal place of business in DeKalb County in the State of Georgia, at a registered office at which its registered agent will be located. The Council may establish other offices as the governing Commission may determine.

## **ARTICLE II. PURPOSES AND POWERS**

### **Section 2.1. Purposes**

The Council is organized exclusively for educational purposes; its mission is the improvement of occupational education. Specifically, the Council shall:

- (a) Identify institutions offering occupational education of acceptable quality and integrity to be designated as accredited institutions;
- (b) Promote the systematic development and implementation of high quality, industry-validated, competency-based occupational education standards, curriculum resources, and assessment devices;
- (c) Promote, through positive action, cooperation and articulation among individuals, institutions, agencies, and groups interested in occupational education;
- (d) Seek and disseminate information bearing upon the solution of important occupational education problems;
- (e) Work cooperatively with any and all parties interested in improving occupational education; and,
- (f) Engage in such other activities as are consistent with the purposes of the organization and with the provisions of these Bylaws.

### **Section 2.2. Powers**

The Council shall have all powers and authority as are now or may be granted to non-profit corporations under the laws of the State of Georgia which are not inconsistent with the purposes set forth above.

## **ARTICLE III. MEMBERSHIP AND VOTING**

### **Section 3.1. Membership**

Membership is granted to all institutions which have achieved status as accredited institutions under the accreditation standards and conditions of the Council.

### **Section 3.2. Voting**

The business of the Council shall be conducted by its members. Each member institution, through a specifically named representative of that institution appropriately designated by the member, may cast one vote. Voting by proxy is specifically prohibited.

### **Section 3.3. Meetings and Notice**

There shall be an annual meeting of the members of the Council at a time and place determined by the governing Commission. Special meetings of the Council members may be called by a majority of the members of the Commission. Notice of both annual and special meetings shall be provided all members at least thirty days prior to such meeting and shall reach the members or shall be repeated no more than sixty days prior to such meeting.

### **Section 3.4. Quorum**

A quorum for the transaction of business at the annual meeting or at a special meeting of the Council shall be the number of qualified voters present at the time.

### **Section 3.5. Council Committees**

The Council may establish such standing, ad hoc, and special committees as it deems necessary or appropriate or as are required by these Bylaws. Members of standing committees of the Council, except for the Council Committee on Nominations, shall be elected by the Council upon nomination by the Council Committee on Nominations or from the floor. The Council Committee on Nominations shall be elected by the Council upon nomination by the Executive Committee of the Commission or from the floor. Members of ad hoc and special committees shall be appointed by the Council Chair.

Each Council standing committee shall have six elected members who are elected for three-year terms. Special and ad hoc committees may have one or more members as deemed appropriate by the Chair who shall make the appointments. In addition, the chief executive officer of the Council and the Commission is a voting member of all committees, *ex officio*. This person may not serve as either the Chair or the Vice-Chair of any committee. The chief executive officer will serve as Secretary of all committees.

The minutes of all Council committee meetings shall be provided to the Council at its next annual or special meeting and to the Commission at its next regular meeting following the Committee meeting. All matters to be submitted to the Council by a committee as items for action by the Council shall be subject to review and recommendation by the Commission and shall not be acted upon by the Council without recommendation from the Commission.

Committee members shall not receive any salary for service on Council committees. Committee members shall be reimbursed for reasonable expenses incurred for travel to and attendance at committee meetings.

The Council shall have standing committees as follows: a Council Committee on Nominations and a Council Committee on Accreditation Standards and Conditions. The Council may create other standing committees as need arises and as approved by the Council without need for Bylaw amendment.

### **Section 3.6. Council Committee on Nominations**

The Council Committee on Nominations shall receive recommendations from the Council membership and shall nominate persons for election by the Council to full-term membership on the Commission; this Committee shall also nominate persons for election by the Council to the standing committees of the Council; also, this Committee shall nominate persons for election to the Council Appeal Panel.

### **Section 3.7. Council Committee on Accreditation Standards and Conditions**

The Council Committee on Accreditation Standards and Conditions shall engage in a continuing evaluation of the Council's accreditation standards and conditions and shall seek their improvement; standards should offer high quality, industry-validated, competency-based criteria for the recognition of quality occupational education institutions. The Committee shall make recommendations for new or revised standards and conditions for review and recommendation by the Commission and for approval by the Council.

### **Section 3.8. Council Appeal Panel**

Upon nomination by the Council Committee on Nominations, the Council shall elect forty-five persons, fifteen to be elected each year, to serve three-year terms on a Council Appeal Panel. These Council Appeal Panel members shall be elected from among the chief administrative officers of institutions accredited by the Commission. Council Appeal Boards to hear appeals of accreditation decisions made by the Commission shall be elected by the Commission Executive Committee from among the members of the Council Appeal Panel as provided in Section 4.17.

### **Section 3.9. Membership Termination**

Members will lose their membership in the Council upon loss of accreditation under the accreditation standards and conditions approved by the Council and as implemented by the policies and rules of the Commission. Institutions remain members only so long as they continue to meet the Council's accreditation standards and conditions and so long as they continue to abide by the Commission's policies and rules; loss of accreditation through failure to continue to meet standards, conditions, policies, and rules operates as an expulsion from Council membership.

## **ARTICLE IV. THE COMMISSION**

### **Section 4.1. General Powers**

The affairs of the Council shall be managed by its Commission. All appropriate and lawful corporate powers shall be and are hereby vested in and shall be exercised by the Commission. The Commission shall also be responsible for making recommendations regarding accreditation standards and conditions to the Council and for establishing and implementing policies and rules appropriate for the enforcement of such accreditation standards and conditions which govern the election to, and the termination of, membership in the Council.

## **Section 4.2. Commission Responsibilities**

In addition to its general responsibilities for the governance of the Council, the Commission shall accredit institutions, centers, and other entities offering instructional programs designed to prepare individuals with competencies required for employment in a specific trade, occupation, or profession. The Commission shall be responsible for:

- (a) Reviewing and making recommendations regarding changes in accreditation standards and conditions recommended for Council approval by the Council Committee on Accreditation Standards and Conditions;
- (b) Interpreting the accreditation standards and conditions established by the Council;
- (c) Establishing and implementing appropriate policies and rules for the enforcement of the approved accreditation standards and membership conditions;
- (d) Reviewing and evaluating, on a continuing basis, the Commission's policies and rules;
- (e) Accrediting providers of workforce development programs which meet the established accreditation standards and conditions;
- (f) Withholding, deferring, or withdrawing the accreditation of such providers which fail to meet, or which fail to continue to meet, the established accreditation standards and conditions;
- (g) Conducting periodic assessments and imposing appropriate disciplinary measures to insure that members continue to meet accreditation standards and conditions;
- (h) Providing appeals and other appropriate due process procedures regarding accreditation decisions which result in (1) denial of candidate status, (2) removal of candidate status, (3) accreditation denial, and (4) accreditation discontinuance, with the understanding that the decision of the Commission regarding such appeals shall be final;
- (i) Publishing, at least annually, a list of institutions and other entities accredited by the Commission;
- (j) Establishing, with the approval of the Council, a schedule of membership dues and fees required of accredited institutions and of those entities seeking accreditation;
- (k) Establishing appropriate personnel policies, determining an appropriate salary schedule, and insuring the employment of sufficient qualified personnel to accomplish the work of the Commission and the Council;
- (l) Establishing appropriate financial policies and insuring the employment of sufficient qualified personnel to assure the continued financial soundness of the Commission and the Council; and,
- (m) Electing the individual who shall serve as the chief executive officer serving the Council and the Commission.

## **Section 4.3. Election and Terms of the Members of the Commission**

At its annual meeting, the Council shall elect individuals to membership on the Commission so that at the time of members' election the Commission shall be comprised of:

- (a) Nine administrators of occupational education institutions accredited by the Commission;
- (b) Three occupational education teachers presently engaged in teaching or supervision in institutions accredited by the Commission;
- (c) Three persons representing the general public who are not currently employed by an educational institution; and,
- (d) Four members at large.

The individual who serves as the Immediate Past Chair of the Commission, if not a current elected member of the Commission, shall be a voting member, *ex officio*, of the Commission.

The individual elected by the Commission to serve as the chief executive officer for the Commission and the Council shall be a voting member, *ex officio*, of the Commission.

Such classifications are to be those in existence at the time of the individual's election. Notification of a change in an individual's classification subsequent to election to membership on the Commission shall be made in writing to the Chair of the Commission but will not disqualify such an individual from completing the term of office to which the person was elected. Such a change will, however, disqualify the individual from reelection unless there is a vacancy in the person's new classification and the person is properly elected by the Council as a member within that new classification.

With the exception of the chief executive officer, individuals who are to serve on the Commission will be elected by a majority vote of the Council members present and voting at the annual meeting of the Council.

Each person elected as a member of the Commission shall serve for a term of three years except for those individuals elected to the initial Commission who shall be elected for terms of one, two, or three years in a manner that will insure that approximately one-third of the Commission positions in each membership classification will be regularly elected each succeeding year. Commission members may be elected to serve no more than two, full, three-year terms in succession; members having served two, full, three-year terms are ineligible to succeed themselves for a period of three years.

#### **Section 4.4. Vacancies**

A vacancy occurring for any reason during the term of office of a member shall be filled by the remaining Commissioners at a regular or special meeting. The individual elected to fill such a vacancy shall be elected from among persons in the same membership classification. A Commissioner so elected shall serve the unexpired term of the predecessor. A vacancy that will occur because of a Commissioner's resignation may be filled before the effective date of the resignation; however, the new Commissioner shall not take office until the effective date of such a resignation.

#### **Section 4.5. Commission Officers**

The Commission will elect from among its individual members, by majority vote of the Commissioners present and voting at a regular or special meeting, persons to fill the offices of Chair, Vice Chair, and Secretary-Treasurer. The position of Secretary-Treasurer may be divided and filled by two different persons if such a division is determined to be appropriate by a majority of the Commissioners.

Commission officers will serve a term of one year or until their successor has been elected and has assumed office. There shall be no limit on the number of consecutive terms an officer may serve.

The officers will perform the duties ordinarily associated with their respective offices. The officers of the Commission are the officers of the Council.

#### **Section 4.6. Regular Meetings**

The Commission shall have at least two regular meetings each year at times and at places determined by the Commission. The Commission may have as many regular meetings as the fulfillment of its duties requires.

#### **Section 4.7. Special Meetings**

Special meetings of the Commission may be called by the Chair or at the request of five Commissioners. Special meetings will be held at a time and place to be determined by the Chair. A special meeting held at the request of a minority of Commissioners shall be held within ninety days of the Chair's receiving such a request.

#### **Section 4.8. Written Response in Lieu of a Meeting**

Any action which is required to be or which may be taken at a meeting of the Commission may be taken without a meeting if a consent in writing, setting forth the specific action to be taken, shall be signed by all Commissioners and filed with the minutes of the proceedings of the Commission.

#### **Section 4.9. Notice of Meetings**

Regular meetings shall be called by written notice to each Commissioner at the address of the Commissioner as shown on the records of the Council. Such notice shall be mailed at least thirty days prior to the meeting date and shall reach the Commissioners or shall be repeated no more than sixty days in advance of such meeting.

Written notice of special meetings shall be mailed to each Commissioner at least ten days prior to the meeting. The purposes of business to be conducted shall be indicated in the notice of special meetings. Additional items of business may be placed on the agenda of special meetings by a vote of two-thirds of the Commissioners present and voting.

Any Commissioner may waive notice of any meeting. The attendance of the Commissioner at any meeting shall constitute such a waiver of notice except where the Commissioner objects to the holding of the meeting or the transaction of business at the beginning of the meeting and does not thereafter vote on or assent to actions taken at the meeting.

#### **Section 4.10. Quorum**

A majority of the Commissioners shall constitute a quorum for the transaction of business at any meeting of the Commission.

#### **Section 4.11. Voting**

Voting by proxy shall be prohibited in all meetings of the Commission.

#### **Section 4.12. Assent to Actions Taken**

A Commissioner who is present at a meeting is deemed to have assented to an action taken unless (1) the Commissioner objects to the meeting or to the conduct of business upon arrival at the meeting and participates no further in the meeting; or (2) the Commissioner's dissent, non-participation or abstention is noted in the minutes of the meeting; or (3) the Commissioner delivers written notice of the dissent, non-participation, or abstention to the presiding officer prior to adjournment or to the members of the Council immediately after adjournment of the meeting.

#### **Section 4.13. Removal of Commissioners**

The Commission may remove a Commissioner, for good cause shown, by a majority vote of the Commissioners present and voting at a regular or special meeting of the Commission. One, but not the only, good cause is the loss of accreditation or candidate for accreditation status of the institution with which the Commissioner is directly connected. The Commission may also remove any Commissioner who fails to continue to meet high standards of honesty, integrity, and ethical behavior.

#### **Section 4.14. Compensation**

Commissioners shall not receive any salary for service on the Commission. Commissioners shall be reimbursed for reasonable expenses incurred for travel to and attendance at Commission meetings, for travel to and attendance at meetings of Commission committees, and for other expenses incurred in connection with Commissioners' conduct of the affairs of the Commission. Commissioners are not barred from serving the Council in another capacity and receiving appropriate compensation for such other services.

#### **Section 4.15. Commitment and Conflict of Interest**

Commissioners shall take and sign an oath of office. In accordance with the governing corporate statutes of Georgia, Commissioners shall disclose all conflicts of interest they might have with any action being taken or proposed to be taken by the Commission and such Commissioners shall take no part in any such action. The non-participation of any Commissioner disclosing such a conflict shall be noted in the minutes of the Commission meeting.

#### **Section 4.16. Commission Committees**

The Commission may establish such standing, ad hoc, and special committees as it deems necessary or appropriate or as are required by these Bylaws. Members of standing committees shall be elected by the Commission from among its members for three-year terms upon nomination by the Executive Committee or from the floor. Members of ad hoc and special committees shall be appointed by the Commission Chair. Individuals who were former Commissioners may be elected or appointed as voting members of any Commission committee.

All standing committees of the Commission shall include elected Commissioners or former Commissioners as specified in these Bylaws. Special and ad hoc committees may include one or more Commissioners or former Commissioners as deemed appropriate by the Chair of the Commission who shall appoint such committees. In addition, the chief executive officer of the Council and the Commission is a voting member of all committees, *ex officio*, except that this person may not serve as either the Chair or the Vice-Chair of any committee. The chief executive officer will serve as Secretary of all committees.

The minutes of all committee meetings shall be provided to the Commission at its next regular meeting following the Committee meeting. All actions taken by committees shall be subject to the review and approval of the Commission.

#### **Section 4.17. Executive Committee**

The Executive Committee shall be composed of the Chair, the Vice Chair, the Immediate Past-Chair, and the Secretary-Treasurer of the Commission plus two additional Commissioners elected by the Commission for one-year terms. If the office of Secretary-Treasurer is divided as provided in Section 4.5 of these Bylaws, both the Secretary and the Treasurer shall serve on the Executive Committee and only one additional, at-large member shall be elected annually. There is no limit on the number of consecutive terms members of this Committee may serve.



The Executive Committee shall:

- (a) Have power to act for the Commission on all matters concerning both Council governance and accreditation when the Commission is not in session. Actions so taken shall conform with these Bylaws and with the standards and conditions of the Council and the policies and rules of the Commission and shall be subject to the approval of the Commission at its next regular or special meeting;
- (b) Serve as a Commission Nominating Committee and make nominations for all vacancies on the Commission which are created because of the resignation or removal of a Commissioner;
- (c) Serve as a Commission Nominating Committee and make nominations for membership on all Commission standing committees;
- (d) Nominate persons to be elected to the Council Committee on Nominations;
- (e) Establish and approve the budget of the Council;
- (f) Elect a five-person, plus one alternate, Council Appeal Board from among the individuals elected by the Council to comprise the Council Appeal Panel to hear a formal, complete, and properly-filed appeal of an accreditation decision; one member of the Council Appeal Board shall be named by the Executive Committee as the Council Appeal Board Chair and another as its Vice Chair;
- (g) Serve as the search and screening committee to recommend qualified individuals for the position of the chief executive officer to serve the Council and Commission any time that office is to be filled;
- (h) Approve special projects of the Commission which relate to the recognition and improvement of the quality of occupational education; and,
- (i) Oversee and evaluate annually the performance of the chief executive officer serving the Commission and the Council.

#### **Section 4.18. Commission Finance Committee**

The Commission Finance Committee shall consist of the Secretary-Treasurer of the Commission who shall be the Committee's Chair, the chief executive officer of the Commission and Council who shall serve as Secretary of the Committee, and three additional Commissioners or former Commissioners elected by the Commission for terms of three years staggered so that one at-large member shall be elected each year. If the office of Secretary-Treasurer is divided as provided in Section 4.5 of these Bylaws, the Treasurer shall be the voting member and Chair of this Committee.

The Commission Finance Committee shall be responsible for developing and maintaining the corporation's financial policies subject to the approval of the Commission. This Committee shall make recommendations to the Commission concerning policies for the management, investment, and expenditure of Council resources. This Committee is also responsible for overseeing the creation of the Council budget; the budget shall be recommended by this Committee to the Executive Committee for approval. Specific concerns of this Committee are membership dues and fees which are to be approved by the Council upon the recommendation of this Committee and the approval of the Commission. This Committee will also recommend an appropriate employee salary schedule to the Commission for its approval. The Committee shall oversee the completion of an annual outside auditor's report on the financial status of the Council and shall submit such a report to the Commission for acceptance.

#### **Section 4.19. Commission Committee on Policies and Rules**

The Commission Committee on Policies and Rules shall conduct a continuous review and evaluation of the policies and rules through which the Commission implements the Council's accreditation standards and conditions and recommend appropriate revisions to the Commission for its approval.

## **ARTICLE V. BOOKS AND RECORDS**

### **Section 5.1. Books and Records**

The Commission shall maintain complete and accurate books and records. It shall keep minutes of the proceedings of the Council, the Commission, and all committees. The Commission shall record, at the Council's principal office, the names and addresses of the member institutions and of non-member institutions which are candidates for membership. All books and records may be examined in accordance with policies established by the Commission.

## **ARTICLE VI. CONTRACTS AND CHECKS**

### **Section 6.1. Contracts**

The signature of the chief executive officer, with the affixing of the corporate seal, shall be sufficient to indicate that the Commission has approved entering any contract or executing any instrument delivered in the name of and on behalf of the Council and shall be necessary to bind the Council to the terms of such contract or instrument. Neither the Commission nor its officers or agents shall incur indebtedness in excess of current annual allocations from annual membership dues and special fees without the approval of the Council membership.

### **Section 6.2. Checks**

All checks issued by the Council for disbursement of funds in accordance with the approved annual budget, in fulfillment of approved agreements, in payment of invoices made upon approved purchase orders, or in payment of salary or personnel benefits in accordance with employment agreements and policies shall be issued in the name of the Council. Such checks shall be valid when signed by any two staff members from among those staff members authorized to do so by the Commission.

## **ARTICLE VII. DUES AND FEES**

### **Section 7.1. Dues and Fees**

The Council membership shall, upon the recommendation of the Commission, determine the amount of dues and fees which shall be paid by each member institution and by institutions which seek membership through Commission accreditation. The amount of dues and fees shall be sufficient to provide for the activities and operations of the Commission and the Council. As a condition of membership, all members shall agree specifically to abide by and become liable for such dues and fees as are established by the Council.

## **ARTICLE VIII. FISCAL YEAR**

### **Section 8.1. Fiscal Year**

The fiscal year of the Council shall begin on the first day of July of each year and end on the thirtieth day of June next succeeding, or as determined by the Commission.

## **ARTICLE IX. INDEMNIFICATION**

### **Section 9.1. Indemnification**

The Council shall indemnify and hold harmless each person who shall serve at any time hereafter as a Commission member, officer, employee, or agent of the Council (including the heirs, executors, administrators, or estates of such persons) from and against any and all claims and liabilities to which such persons shall become subject by reason of his or her having heretofore or hereafter being a Commission member, officer, employee, or agent of the Council, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Commission member, officer, employee, or agent to the full extent permitted under applicable Georgia law, and shall reimburse such a person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of any business of the Council, any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled nor shall anything herein contained restrict the right of the Council to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Council and its Commission members, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel to the Council.

## **ARTICLE X. SEAL**

### **Section 10.1. Seal**

The seal of the Council shall be in such form as the Commission may from time to time determine. In the event that it is inconvenient to use such a seal at any time, the signature of the Chair or Vice-Chair of the Council following the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the Council. The official seal shall be in the custody of the chief executive officer and shall be affixed by him or her on such papers as may be directed by law, by these Bylaws or by the Commission.

## **ARTICLE XI. AUTHORITY**

### **Section 11.1. Authority**

Robert's Rules of Order, Newly Revised, shall govern all meetings of the Council, the Commission, and all committees insofar as they are applicable and not inconsistent with the statutes of Georgia, the Articles of Incorporation of the Council, these Bylaws, and such rules of order as may be adopted by the Council.

## **ARTICLE XII. AMENDMENTS TO BYLAWS**

### **Section 12.1. Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds of the votes cast at an annual or special meeting of the Council or by a majority of the total membership of the Council whichever is less, provided that notice of any proposed revision has been mailed to every member of the Council at least thirty days prior to the meeting at which such a revision is to be considered.

Revisions of these Bylaws as provided above shall not be considered by the Council until such proposed revisions have been submitted to, reviewed by, and approved by the Commission. Upon its election, in case of conflict of interest or other special circumstances, the Commission may choose to submit a proposed revision of the Bylaws to Council members without recommendation provided that the Commission communicates the basis for this election to the members along with the proposed revision. For the purpose of the review and approval by the Commission, proposed revisions of the Bylaws shall be submitted to the Commission at any regular or special meeting. After review and approval, or other appropriate action as described in this Section, the Commission shall forward the proposed revision to the membership of the Council for consideration. During its review, the Commission may make such editorial revisions as it determines are necessary or appropriate.